

February 2, 2012

Ms. Lori Taylor
Community Development Director
City of Alameda
2263 Santa Clara Avenue, Room 190
Alameda, CA 94501-4477

Re: Alameda Landing - Administrative Amendment to Planning Board Resolution
No. PB-12-01

Dear Ms. Taylor:

This office represents United Food & Commercial Workers Local 5 and Carmela Hernandez (the "Appellant"). As you know, on January 9, 2012, the Planning Board of the City adopted Resolution No. PB-12-01, A Resolution of the Planning Board of the City of Alameda Approving Development Plan Amendment PLN11-0328, Street Design Plans Amendment, and Third Addendum to the Environmental Impact Report at Tract 7884 (Alameda Landing Retail Center) (the "Resolution"). On January 19, 2012, the Appellant filed an appeal of the Resolution (the "Appeal").

We understand that, pursuant to that certain Development Agreement (Alameda Landing Mixed Use Commercial Project) by and between the City of Alameda (the "City") and Catellus Development Corporation ("Catellus") (as successor in interest to Palmtree Acquisition Corporation) dated January 16, 2007, as amended (the "Development Agreement"), Catellus has requested an Administrative Amendment to Condition 8.1 of the Resolution. Specifically, we understand that Catellus has requested that Condition 8.1 be amended pursuant to Development Agreement Section 6.4.3 to read as follows, provided that (i) the Appellant withdraws the Appeal; and (2) no request for a public hearing on the Administrative Amendment is made by any party within the time permitted by the Development Agreement:

"No single retail store or tenant in the Retail Center that exceeds 90,000 square feet in size shall include ten percent (10%) or more sales floor area devoted to non-taxable merchandise for a period of twenty (20) years from the issuance of the initial certificate of occupancy for the building in which the store or tenant is located. Thereafter, there shall be no limitation on the percentage of floor area devoted to non-taxable merchandise within the Retail Center. Notwithstanding the foregoing, in the event that the City's zoning ordinance is amended to eliminate or make less restrictive the prohibition of "super stores" (as defined in the zoning ordinance) in any zoning district, then this

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condition shall be automatically eliminated or made less restrictive to the same extent as the amendment to the zoning ordinance. Any amendment to this Condition 8.1, other than an automatic amendment pursuant to the immediately preceding sentence, shall require a noticed public hearing before the Planning Board, subject to appeal to the City Council pursuant to the applicable provisions of Section 3-25 of the Alameda Municipal Code, in accordance with the Development Agreement, including without limitation the applicable provisions of Section 30-4.20 of the Alameda Municipal Code.”

On behalf of the Appellant, this letter provides notice to the City that Appellant agrees to the foregoing Administrative Amendment of Condition 8.1, and hereby withdraws the Appeal, provided and on condition that (i) the Community Development Director approves the Administrative Amendment, and (ii) no request for a public hearing on the Administrative Amendment is made by any party within the time permitted by the Development Agreement.

I understand that you intend to notice the Administrative Amendment as an information item and place it on the agenda (together with a summary of the Administrative Amendment) for the February 13, 2012, Planning Board meeting, but that no public hearing will be held. If such a hearing is requested within the time set forth in the Development Agreement, or if Community Development Director does not approve the administrative Amendment, then the Administrative Amendment will be void and of no force and effect, in which case the Appeal would not be considered to be withdrawn.

Please do not hesitate to contact me should you require any additional information or have any questions with regard to this matter.

Yours sincerely,

M. R. WOLFE & ASSOCIATES, P.C.

A handwritten signature in blue ink, appearing to read 'M Wolfe', with a long horizontal flourish extending to the right.

Mark R. Wolfe

MRW:am